

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:
MESA AIR GROUP, INC., et al.,
Debtors.¹

Chapter 11
Case No. 10-10018 (MG)
(Jointly Administered)

**ORDER EXPUNGING AND DISALLOWING
CLAIMS BASED ON EXECUTORY CONTRACTS AND UNEXPIRED LEASES
THAT HAVE BEEN ASSUMED (OMNIBUS OBJECTION NO. 13)**

Upon the *Omnibus Objection of Post-Effective Date Debtors Seeking to Expunge and Disallow Claims Based on Executory Contracts and Unexpired Leases That Have Been Assumed (Omnibus Objection No. 13)* (the “Objection”),² filed by Reorganized Mesa Air Group, Inc., its affiliated Reorganized Debtors,³ and its affiliated Liquidating Debtors⁴ (collectively, the “Post-Effective Date Debtors”), the Court having reviewed the Objection and the Declaration of Keith Kranzow attached thereto as Exhibit 2 (the “Declaration”) and having heard the statements of counsel regarding the relief requested in the Objection at a hearing before the Court (the “Hearing”), the Court finds that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) notice of the Objection and the Hearing was sufficient under the circumstances and in full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and orders of

¹ The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364), Mesa Airlines, Inc. (4800), MPD, Inc. (7849), Ritz Hotel Management Corp. (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchii, Inc. (5531); and Patar, Inc. (1653).

² Capitalized terms not otherwise defined herein have the meanings given to them in the Objection.

³ The Reorganized Debtors are: Mesa Air Group, Inc., Mesa Air New York, Inc., Mesa In-Flight, Inc., Freedom Airlines, Inc., Mesa Airlines, Inc., MPD, Inc., Regional Aircraft Services, Inc., Mesa Air Group Airline Inventory Management, LLC, and Nilchii, Inc.

⁴ The Liquidating Debtors are: Ritz Hotel Management Corp., Air Midwest, Inc., and Patar, Inc.

this Court, and (d) the legal and factual bases set forth in the Objection, the Declaration and at the Hearing establish just cause for the relief granted herein,

IT IS HEREBY ORDERED THAT:

1. Except as is set forth in paragraph 2 of this Order, the Objection is SUSTAINED, and each of the claims listed on Exhibit A attached hereto is disallowed and expunged in its entirety, pursuant to section 502 of the Bankruptcy Code.
2. The objection to the following claims is withdrawn: 690, 1397, 761, 763, 764 and 765.
3. The Post-Effective Date Debtors and the claims and noticing agent in these chapter 11 cases, Epiq Bankruptcy Solutions, LLC, as well as the Clerk of this Court are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.
4. Nothing in this Order shall be construed as, or in any way constitute a waiver of, the Post-Effective Date Debtors' right to assert any objections to any claims or proofs of claim including those identified on Exhibit A, on any additional ground whatsoever, and all such rights are reserved and preserved.
5. The Court retains jurisdiction with to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Date: September 28, 2011
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

EXHIBIT A

Claim Number	Claimant Name and Address	Amount
1335	ACCESSORY OVERHAUL GROUP, INC. 902 SOUTH PINE HILL ROAD GRIFFIN, GA 30224	\$410,886.37
709	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
710	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
711	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
712	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
713	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
714	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
715	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
716	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
717	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
718	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
719	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
720	ACE AMERICAN INSURANCE COMPANY C/O MARGERY N. REED, ESQ. DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
217	ADP INC DANIEL ALVAREZ 1851 N RESLER EL PASO, TX 79912	\$21,746.32
414	AERODATA 14988 N 78TH WAY #214 SCOTTSDALE, AZ 85260	\$1,288.31
415	AERODATA 14988 N 78TH WAY #214 SCOTTSDALE, AZ 85260	\$12,536.75
Schedule G (21000710)	AEROSOFT PMI SYSTEMS, LLC 5945 AIRPORT ROAD SUITE 254 MISSISSAUGA, L4V 1R9 CANADA	\$8,400.00
956	AIR LINE PILOTS ASSOCIATION 1625 MASSACHUSETTS AVE, N.W. WASHINGTON, DC 20036	\$4,158,518.53
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Claim Number	Claimant Name and Address	Amount
655	AIRCRAFT SERVICE INTERNATIONAL, INC 201 SO. ORANGE AVE. SUITE 1100A ORLANDO, FL 32801	\$6,496.22
686	AIRCRAFT SERVICE INTERNATIONAL, INC. C/O LAXFUEL CORPORATION 9900 LAXFUEL ROAD LOS ANGELES, CA 90045	\$109.76
687	AIRCRAFT SERVICE INTERNATIONAL, INC. C/O LAXFUEL CORPORATION 9900 LAXFUEL ROAD LOS ANGELES, CA 90045	\$324.36
654	AIRCRAFT SERVICE INTERNATIONAL, INC. PO BOX 2278 CAROL STREAM, IL 60132-2278	\$830.73
1109	ALOHA CONTRACT SERVICES, LLC C/O NEIL BERGER, ESQ. TOGUT, SEGAL & SEGAL LLP ONE PENN PLAZA, SUITE 3335 NEW YORK, NY 10119	\$236,694.88
182	CITY OF SAN ANTONIO FINANCE DEPARTMENT PO BOX 839966 SAN ANTONIO, TX 78283-3966	\$15,082.20
183	CITY OF SAN ANTONIO FINANCE DEPARTMENT PO BOX 839966 SAN ANTONIO, TX 78283-3966	\$12,055.47
184	CITY OF SAN ANTONIO FINANCE DEPARTMENT PO BOX 839966 SAN ANTONIO, TX 78283-3966	\$2,328.25
1105	CITY OF ST. LOUIS OPERATING LAMBERT ST. LOUIS INT'L AIRPORT - ARMSTRONG TEASDALE LLP, STEVEN COUSINS/SUSAN EHLERS 7700 FORSYTH BLVD 1800 SAINT LOUIS, MO 63105	\$0.00
679	COMMUNICATION WORKERS OF AFA-CWA 501 THIRD STREET, NW WASHINGTON, DC 20001	\$1,500,000.00
680	COMMUNICATION WORKERS OF AFA-CWA 501 THIRD STREET, NW WASHINGTON, DC 20001	\$70,000.00
1188	DVB BANK SE, LONDON BRANCH ATTN: CARSTEN GERLACH, SEN. VICE PRES. AVIATION SPECIAL PROJECTS 80 CHEAPSIDE LONDON, EC2V 6EE ENGLAND	\$0.00
1189	DVB BANK SE, LONDON BRANCH ATTN: CARSTEN GERLACH, SEN. VICE PRES. AVIATION SPECIAL PROJECTS 80 CHEAPSIDE LONDON, EC2V 6EE ENGLAND	\$0.00
1249	EXPORT DEVELOPMENT CANADA ATTN: LOANS ADMINISTRATION, SEAN MITCHELL 151 O'CONNOR STREET OTTAWA, ON K1A 1K3 CANADA	\$0.00
1250	EXPORT DEVELOPMENT CANADA ATTN: SPECIAL RISKS 151 O'CONNOR STREET OTTAWA, ON K1A 1K3 CANADA	\$0.00
123	HONEYWELL INTERNATIONAL INC. 1140 W WARNER RD, 1233-M TEMPE, AZ 85284-2816	\$48,211.84
727	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
728	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00

Claim Number	Claimant Name and Address	Amount
729	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
730	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
731	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
732	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
733	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
734	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
735	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
736	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
737	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
738	INDEMNITY INSURANCE COMPANY OF NORTH AMERICA C/O MARGERY N. REED, ESQUIRE DUANE MORRIS LLP 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196	\$6,175,671.00
1002	INTERNATIONAL FIDELITY INSURANCE COMPANY C/O INT'L BOND & MARINE BROKERAGE, LTD ATTN: BRIAN E. BRAGG ONE NEWARK CENTER, 20TH FLOOR NEWARK, NJ 07102-3207	\$1,202,987.50
517	M&T BANK ONE M&T PLAZA BUFFALO, NY 14240	\$0.00
544	MATTHEWS, GOLD, KENNEDY & SNOW, INC 6530 NORTH 16TH ST PHOENIX, AZ 85016	\$2,300.00
1106	MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY C/O ERIC T. SMITH, ESQUIRE SCHNADER HARRISON SEGAL & LEWIS LLP 120 FIFTH AVENUE, SUITE 2700 PITTSBURGH, PA 15222	\$19,255.88
656	METRO NASHVILLE ARPT AUTH ATTN: RAUL REGALADO ONE TERMINAL DR. SUITE 501 NASHVILLE, TN 37214	\$2,795.51

Claim Number	Claimant Name and Address	Amount
Scheduled (21035360)	NEWAIR, INC. PO BOX 1443 CAREFREE, AZ 85377-1443	\$250.00
1097	RASPRO TRUST 2005, AS LESSOR WILMINGTON TRUST COMPANY, AS AGENT ATTN: CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET - RODNEY SQ N. WILMINGTON, DE 19890	\$479,625,295.81
1098	RASPRO TRUST 2005, AS LESSOR WILMINGTON TRUST COMPANY, AS AGENT ATTN: CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET - RODNEY SQ N. WILMINGTON, DE 19890	\$479,625,295.81
1647	RASPRO TRUST 2005, AS LESSOR WILMINGTON TRUST COMPANY, AS AGENT ATTN: CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET - RODNEY SQ N. WILMINGTON, DE 19890	\$479,625,295.81
580	RELIANCE INSURANCE COMPANY COLLATERAL ADMINISTRATION 75 BROAD ST., 10TH FLOOR NEW YORK, NY 10004	\$250,002.00
Scheduled (21039330)	RENE PEREZ & ASSOCIATES, INC. 9200 S W 57TH AVENUE MIAMI, FL 33156-2136	\$10,000.00
770	SUNTRUST LEASING CORPORATION TTN: MARK KELLEY 303 PEACHTREE ST., 9TH FLOOR MAIL CODE 1982 ATLANTA, GA 30308	\$0.00
771	SUNTRUST LEASING CORPORATION TTN: MARK KELLEY 303 PEACHTREE ST., 9TH FLOOR MAIL CODE 1982 ATLANTA, GA 30308	\$0.00
772	SUNTRUST LEASING CORPORATION TTN: MARK KELLEY 303 PEACHTREE ST., 9TH FLOOR MAIL CODE 1982 ATLANTA, GA 30308	\$0.00
784	SUNTRUST LEASING CORPORATION TTN: MARK KELLEY 303 PEACHTREE ST., 9TH FLOOR MAIL CODE 1982 ATLANTA, GA 30308	\$0.00
145	TALX TALX CORPORATION 11432 LACKLAND RD ST LOUIS, MO 63146	\$53.10
146	TALX TALX CORPORATION 11432 LACKLAND RD ST LOUIS, MO 63146	\$103.00
Scheduled (21046280)	TRANSWESTERN PHOENIX GATEWAY DEPT #1639 TRANSWESTERN - PHOENIX GATEWAY BIRMINGHAM, AL 35246-1639	\$87,022.24
1073	U.S. BANK NATIONAL ASSOCIATION DORSEY & WHITNEY, LLP., ATTN STEVEN HEIM 50 SOUTH SIXTH STREET, SUITE 1500 MINNEAPOLIS, MN 55402	\$2,342,496.03
1128	UNITED AIR LINES, INC. ATTN: TODD D. PATTERSON, COUNSEL & STEVEN M. RASHER, ASS. GEN. COUNSEL 77 WEST WACKER DRIVE CHICAGO, IL 60601	\$21,645,203.79
533	UNITED AIRLINES PO BOX 74688 CHICAGO, IL 60675-4688	\$2,470.90
1064	US AIRWAYS INC. D.J. BAKER; JASON SANJANA LATHAM & WATKINS LLP 885 THIRD AVENUE NEW YORK, NY 10022	\$11,500,000.00
1417	VERIZON 404 BROCK DRIVE BLOOMINGTON, IL 61701	\$518.81

Claim Number	Claimant Name and Address	Amount
1418	VERIZON PO BOX 3037 BLOOMINGTON, IL 61702-3037	\$122.40
134	WASTE MANAGEMENT WASTE MANAGEMENT - RMC 2625 W. GRANDVIEW RD. STE. 150 PHOENIX, AZ 85023	\$733.35
1648	WASTE MANAGEMENT WASTE MANAGEMENT - RMC 2625 W. GRANDVIEW RD. STE. 150 PHOENIX, AZ 85023	\$212.31
1191	WILMINGTON TRUST COMPANY ATTN CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON, DE 19890-0001	\$17,358,435.09
1192	WILMINGTON TRUST COMPANY ATTN CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON, DE 19890-0001	\$17,358,435.09
1190	WILMINGTON TRUST COMPANY, AS TRUSTEE ATTN CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON, DE 1989	\$17,358,435.09
1193	WILMINGTON TRUST COMPANY, AS TRUSTEE ATTN CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON, DE 1989	\$17,358,435.09
1251	WILMINGTON TRUST COMPANY, AS TRUSTEE ATTN CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON, DE 1989	\$25,478,388.87
1252	WILMINGTON TRUST COMPANY, AS TRUSTEE ATTN CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON, DE 1989	\$25,478,388.87
1253	WILMINGTON TRUST COMPANY, AS TRUSTEE ATTN CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON, DE 1989	\$25,478,388.87
1254	WILMINGTON TRUST COMPANY, AS TRUSTEE ATTN CORPORATE TRUST ADMINISTRATION 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON, DE 1989	\$25,478,388.87